

# EXHIBIT 2

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

---

IN RE GOOGLE DIGITAL ADVERTISING	:	
ANTITRUST LITIGATION	:	Case No. 1:21-md-3010 (PKC)
	:	
	:	
<i>This Motion relates to:</i>	:	
THE STATE OF TEXAS, et al.	:	
	:	
Plaintiffs,	:	
	:	
- against -	:	Case No. 1:21-cv-6841 (PKC)
	:	
GOOGLE LLC,	:	
	:	
Defendant.	:	
	:	
	:	

---

**MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR LEAVE TO FILE  
JOINT AMICUS BRIEF OF PUBLISHER PLAINTIFFS IN OPPOSITION TO  
DEFENDANT GOOGLE LLC'S MOTION TO DISMISS THE STATES' THIRD  
AMENDED COMPLAINT**

Plaintiffs Genius Media Group, Inc., The Nation Company, L.P., The Progressive, Inc., on their own behalf and on behalf of those similarly situated (collectively, the “Publisher Class Plaintiffs”), the Direct Newspaper Plaintiffs,<sup>1</sup> and Plaintiffs Associated Newspapers Ltd. and Mail Media Inc. (the “Daily Mail Plaintiffs”) (Publisher Class Plaintiffs, Direct Newspapers Plaintiffs, and the Daily Mail Plaintiffs collectively referred to herein as the “Publisher Plaintiffs”) respectfully request that the Court grant leave to submit a Joint Amicus Brief in Opposition to Defendant Google LLC’s Motion to Dismiss the States’ Third Amended Complaint.

Publisher Plaintiffs request leave to submit a Joint Amicus Brief to provide a publisher-specific perspective on the issues raised by Google’s Motion to Dismiss (ECF 218) the States’ Third Amended Complaint (ECF 195). Publisher Plaintiffs focus on those issues bearing upon the sufficiency of the States’ claims as they relate to the interests of online publishers. A copy of the Proposed Joint Amicus Brief accompanies the Declaration of Philip Korologos in support of the instant motion as such declaration’s Exhibit A.

---

<sup>1</sup> The “Direct Newspaper Plaintiffs” consist of AIM Media Indiana Operating, LLC, AIM Media Midwest Operating, LLC, AIM Media Texas Operating, LLC, Brown County Publishing Company, Inc. and Multi Media Channels, LLC, Clarksburg Publishing Company, d/b/a WV News, Coastal Point LLC, Eagle Printing Company, Ecent Corporation, Emmerich Newspapers, Incorporated, J.O. Emmerich & Associates, Inc., Delta Democrat Publishing Company, Commonwealth Publishing Company, Inc., Delta Press Publishing Company, Inc., Newton County Appeal Inc., Marion Publishing, Company, Yazoo Newspaper, Co., Inc., Sunland Publishing, Company, Inc., Simpson Publishing Co., Inc., Montgomery Publishing Co., Inc., Franklinton Publishing Co., Inc., Charleston Publishing Co., Inc., Clarion Publishing Company, Inc., Scott Publishing, Inc., Clarke Publishing, Inc., Hattiesburg Publishing, Inc., Tallulah Publishing, Inc., Louisville Publishing, Inc., Kosciusko Star-Herald, Inc., Enterprise-Tocsin, Inc., Grenada Star, Inc., Tate Record Inc., Flag Publications, Inc., Gale Force Media, LLC, HD Media Company, LLC, Journal Inc., Robinson Communications, Inc., Something Extra Publishing, Inc., Rome News Media, LLC, Times Journal, Inc., Neighbor Newspapers, Savannah Publishing Co., Inc., Gould Enterprises, Inc., Union City Daily Messenger, Inc., Weakley County Press, Inc., and Southern Community Newspapers, Inc.

While there “is no governing standard, rule or statute prescribing the procedure for obtaining leave to file an amicus brief in the district court,” an amicus brief usually should be allowed “when the amicus has unique information or perspective that can help the court beyond the help that the lawyers for the parties are able to provide.” *Sec. & Exch. Comm'n v. Ripple Labs, Inc.*, 20 CIV. 10832 (AT), 2021 WL 4555352, at \*5 (S.D.N.Y. Oct. 4, 2021) (internal citations and quotation marks omitted). “Other functions served by *amicus curiae* are to provide supplementary assistance to existing counsel and insuring a complete and plenary presentation of difficult issues so that the court may reach a proper decision.” *United States v. Gotti*, 755 F. Supp. 1157, 1158 (E.D.N.Y. 1991).

Because the Publisher Plaintiffs provide a unique perspective that will help ensure a “complete and plenary presentation of difficult issues” in this case, *id.*, the Publisher Plaintiffs respectfully request that the Court grant the requested leave. In similar circumstances, this Court routinely grants motions for leave to file amicus briefs. *Ripple Labs, Inc.*, 2021 WL 4555352, at \*5 (permitting movants to serve as *amici* in part because they would “provide the Court with a meaningful perspective”); *C & A Carbone, Inc. v. County of Rockland, NY*, 08-CV-6459-ER, 2014 WL 1202699, at \*4 (S.D.N.Y. Mar. 24, 2014) (granting motion for leave to file amicus brief where amici’s insights differed from those that previously were examined); *see also AT&T Mobility LLC v. Gonnello*, 11 CIV. 5636 PKC, 2011 WL 4716617, at \*2 (S.D.N.Y. Oct. 7, 2011) (Castel, J.) (granting leave for multiple parties to appear as *amici curiae*).

For the reasons stated above, the Publisher Plaintiffs respectfully request that the Court grant its Motion for Leave to file a Joint Amicus Brief in Opposition to Defendant Google LLC's Motion to Dismiss the States' Third Amended Complaint.

This 24<sup>th</sup> day of March, 2022.

Respectfully submitted,

**For the Publisher Class Plaintiffs**

/s/ Philip Korologos  
**BOIES SCHILLER FLEXNER LLP**  
Philip Korologos  
pkorologos@bsflp.com  
BOIES SCHILLER FLEXNER LLP  
55 Hudson Yards, 20th Floor  
New York, NY 10001  
Tel.: (212) 446-2300  
Fax: (212) 446-2350

David Boies  
dboies@bsflp.com  
**BOIES SCHILLER FLEXNER LLP**  
333 Main Street  
Armonk, NY 10504  
Tel.: (914) 749-8200  
Fax: (914) 749-8300

Jesse Panuccio  
jpanuccio@bsflp.com  
**BOIES SCHILLER FLEXNER LLP**  
1401 New York Avenue, NW  
Washington, DC 20005  
Tel.: (202) 895-7580  
Fax: (202) 237-6131

Mark C. Mao  
mmao@bsflp.com  
srodriguez@bsflp.com  
**BOIES SCHILLER FLEXNER LLP**  
44 Montgomery Street, 41st Floor  
San Francisco, CA 94104  
Tel.: (415) 293-6820  
Fax: (415) 293-6899

Sabria A. McElroy  
smcelroy@bsflp.com  
**BOIES SCHILLER FLEXNER LLP**  
401 E. Las Olas Blvd., Suite 1200  
Fort Lauderdale, FL 33301  
Tel.: (954) 377 4216  
Fax: (954) 356-0022

/s/ George A. Zelcs  
KOREIN TILLERY LLC  
George A. Zelcs  
gzelcs@koreintillery.com  
Randall P. Ewing  
rewing@koreintillery.com  
Marc A. Wallenstein  
mwallenstein@koreintillery.com  
Jonathon D. Byrer  
jbyrer@koreintillery.com  
Ryan A. Cortazar  
rcortazar@koreintillery.com  
**KOREIN TILLERY LLC**  
205 North Michigan Avenue, Suite 1950  
Chicago, IL 60601  
Tel.: (312) 641-9750  
Fax: (312) 641-9751

Stephen M. Tillery  
stillery@koreintillery.com  
Michael E. Klenov  
mklenov@koreintillery.com  
Carol L. O'Keefe  
cokeefe@koreintillery.com  
**KOREIN TILLERY LLC**  
505 North 7th Street, Suite 3600  
St. Louis, MO 63101  
Tel.: (314) 241-4844  
Fax: (314) 241-3525

*Counsel for Publisher Plaintiffs Genius Media Group, Inc., The Nation Company, L.P., and The Progressive, Inc.*

/s/ Eric L. Cramer  
BERGER MONTAGUE PC  
Eric L. Cramer  
ecramer@bm.net  
Michael C. Dell'Angelo  
mdellangelo@bm.net  
Caitlin G. Coslett  
ccoslett@bm.net  
Patrick F. Madden  
pmadden@bm.net  
Robert Litan  
rlitan@bm.net  
**BERGER MONTAGUE PC**  
1818 Market St., Suite 3600  
Philadelphia, PA 19103  
Tel.: (215) 875-3000  
Fax: (215) 875-4604

Sophia M. Rios  
srios@bm.net  
**BERGER MONTAGUE PC**  
401 B Street, Suite 2000  
San Diego, CA 92101  
Tel.: (619) 489-0300  
Fax: (215) 875-4604

Daniel J. Walker  
dwalker@bm.net  
**BERGER MONTAGUE PC**  
2001 Pennsylvania Ave., NW Suite 300  
Washington DC 20006  
Tel.: (202) 559-9745

Michael K. Yarnoff  
myarnoff@kehoelawfirm.com  
KEHOE LAW FIRM, P.C.  
Two Penn Center Plaza  
1500 JFK Blvd., Suite 1020  
Philadelphia, PA 19102  
Telephone: (215) 792-6676

*Counsel for Publisher Plaintiff Sterling  
International Consulting Group*

**For the Direct Newspaper Publishers**

/s/ Serina M. Vash

Serina M. Vash  
New York Bar No.: 2773448  
svash@hermanjones.com  
**HERMAN JONES LLP**  
153 Central Avenue, # 131  
Westfield, NJ 07090  
(404) 504-6516

John C. Herman  
jherman@hermanjones.com  
**HERMAN JONES LLP**  
3424 Peachtree Road, N.E., Suite 1650  
Atlanta, GA 30326  
(404) 504-6500

Paul J. Geller  
pgeller@rgrdlaw.com  
Stuart A. Davidson  
sdavidson@rgrdlaw.com  
Alexander C. Cohen  
Maxwell H. Sawyer  
**ROBBINS GELLER RUDMAN & DOWD LLP**  
120 East Palmetto Park Road, Suite 500  
Boca Raton, FL 33432  
(561) 750-3000

David W. Mitchell  
davidm@rgrdlaw.com  
Steven M. Jodlowski  
sjodlowski@rgrdlaw.com  
**ROBBINS GELLER RUDMAN & DOWD LLP**  
655 West Broadway, Suite 1900  
San Diego, CA 92101  
(619) 231-1058

Paul T. Farrell, Jr.  
paul@farrellfuller.com  
Michael J. Fuller, Jr.  
mike@farrellfuller.com  
**FARRELL & FULLER, LLC**  
1311 Ponce De Leon, Suite 202  
San Juan, PR 00907  
(939) 293-8244

Robert P. Fitzsimmons  
bob@fitzsimmonsfirm.com  
Clayton J. Fitzsimmons  
clayton@fitzsimmonsfirm.com  
Mark A. Colantonio  
mark@fitzsimmonsfirm.com  
**FITZSIMMONS LAW FIRM PLLC**  
1609 Warwood Avenue  
Wheeling, WV 26003  
(304) 277-1700

*Co-Counsel for Plaintiffs AIM Media Indiana  
Operating, LLC, AIM Media Midwest Operating, LLC,  
AIM Media Texas Operating, LLC, Brown County  
Publishing Company, Inc. and Multi Media Channels,  
LLC, Clarksburg Publishing Company, d/b/a WV News,  
Coastal Point LLC, Eagle Printing Company, Ecent  
Corporation, Emmerich Newspapers, Incorporated, J.O.  
Emmerich & Associates, Inc., Delta Democrat  
Publishing Company, Commonwealth Publishing  
Company, Inc., Delta Press Publishing Company, Inc.,  
Newton County Appeal Inc., Marion Publishing,  
Company, Yazoo Newspaper, Co., Inc., Sunland  
Publishing, Company, Inc., Simpson Publishing Co.,  
Inc., Montgomery Publishing Co., Inc., Franklinton  
Publishing Co., Inc., Charleston Publishing Co., Inc.,  
Clarion Publishing Company, Inc., Scott Publishing,  
Inc., Clarke Publishing, Inc., Hattiesburg Publishing,  
Inc., Tallulah Publishing, Inc., Louisville Publishing,  
Inc., Kosciusko Star-Herald, Inc., Enterprise-Tocsin,  
Inc., Grenada Star, Inc., Tate Record Inc., Flag  
Publications, Inc., Gale Force Media, LLC,  
HD Media Company, LLC, Journal Inc., Robinson  
Communications, Inc., Something Extra Publishing, Inc.,  
Rome News Media, LLC, Times Journal, Inc., Neighbor  
Newspapers, Savannah Publishing Co., Inc., Gould  
Enterprises, Inc., Union City Daily Messenger, Inc.,  
Weakley County Press, Inc., and Southern Community  
Newspapers, Inc.*

**For Associated Newspapers Ltd.**

/s/ John Thorne

John Thorne

**KELLOGG, HANSEN, TODD, FIGEL &  
FREDERICK, P.L.L.C.**

1615 M Street, NW, Suite 400  
Washington, DC 20036

202 326-7900

jthorne@kellogghansen.com

*Counsel for Associated Newspapers Ltd. and Mail  
Media, Inc.*